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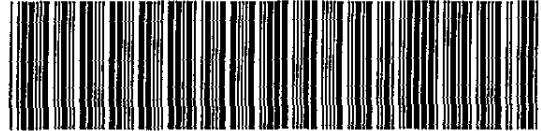
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02 NOV 18 AM 9:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

woj-3159  
g/11/

**MARK A. HOROWITZ**  
**ATTORNEY-AT-LAW**

**BARKLEY CIRCLE PROFESSIONAL CENTER**  
**38-4 BARKLEY CIRCLE**  
**FORT MYERS, FLORIDA 33907**

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**TELEPHONE (941) 275-9900**

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October 31, 2002

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: **Francis C. Huber M.D., P.A.**

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization; along with a check made payable to Secretary of State in the amount of \$87.50 for Filing fees, Registered Agent Designation, and Certificate of Status.

Please return the Certified Copy and Certificate of Status as soon as possible. Thank you for your prompt attention to this request.

Respectfully submitted,

*Mark A. Horowitz /h*

Mark A. Horowitz, Esq.

MAH:jj

Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 4, 2002

MARK A. HOROWITZ, ESQ.  
38-4 BARKLEY CIRCLE  
FT. MYERS, FL 33907

SUBJECT: FRANCIS C. HUBER, M.D., P.A.  
Ref. Number: W02000031596

We have received your document for FRANCIS C. HUBER, M.D., P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filing Section

Letter Number: 602A00060290

ARTICLES OF INCORPORATION

OF

FRANCIS C. HUBER, M.D., P.A.

The undersigned incorporator, for the purpose of forming a professional corporation under the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

FILED  
02 NOV 18 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be Francis C. Huber, M.D., P.A.

ARTICLE II

This corporation is organized for the following purposes:

1. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
2. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.
3. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 1000

shares. All such shares shall be of a single class, designated as common.

#### ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

#### ARTICLE V

The corporation elects to have preemptive rights.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Francis C. Huber  
4185 Kirby Lane  
Estero, Florida 33928

Judith Ann Huber  
4185 Kirby Lane  
Estero, Florida 33928

#### ARTICLE IX

The initial registered agent of the corporation is **Francis C. Huber**. The street address of the corporation's initial registered office is: **4185 Kirby Lane, Estero, Florida 33928**. The undersigned is the registered agent of the corporation and is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

ARTICLE X

The principal place of business and mailing address of this corporation shall be: 4185 Kirby Lane, Estero, Florida 33928

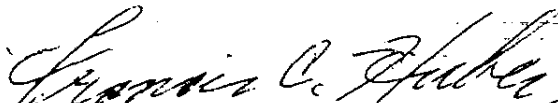
ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is Francis C. Huber, 4185 Kirby Lane, Estero, Florida 33928.

ARTICLE XIII

It is the intent of the incorporators that this corporation will qualify as a Sub-Chapter S Corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers and directors to accomplish this company.

The undersigned incorporator has executed these Articles of Incorporation this 31 day of October, 2002.



Francis C. Huber, Incorporator  
who is familiar with and accepts  
the obligations of a registered  
agent under Florida Law

FILED  
02 NOV 18 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA